

# Kentucky Office of the Secretary of State

## TREY GRAYSON

**Division of Corporations  
Business Filings**

PO Box 718  
Frankfort, KY 40602  
(502) 564-3490  
<http://www.sos.ky.gov>

**Articles of Incorporation  
Professional Service Corporation****KPS**

For the purposes of forming a business corporation in Kentucky pursuant to KRS Chapter 271B and KRS 274, the undersigned incorporator hereby submits the following Articles of Incorporation to the Office of the Secretary of State for filing:

Article I: The name of the corporation is \_\_\_\_\_.

Article II: The number of shares the corporation is authorized to issue is \_\_\_\_\_.

Article III: The street address of the corporation's initial registered office in Kentucky is

Street Address (No Post Office Box Numbers)

City

State

Zip Code

and the name of the initial registered agent at that office is \_\_\_\_\_.

Article IV: The mailing address of the corporation's principal office is

Street Address or Post Office Box Number

City

State

Zip Code

Article V: The profession to be practiced through the professional service corporation is \_\_\_\_\_.

Article VI: The names and street addresses of the original shareholders of the professional service corporation are:

Name

Street Address

City

State

Zip Code

Name

Street Address

City

State

Zip Code

Name

Street Address

City

State

Zip Code

Article VII: The name and street address of the incorporator is as follows:

Name

Street Address or Post Office Box Number

City

State

Zip Code

Name

Street Address or Post Office Box Number

City

State

Zip Code

Name

Street Address or Post Office Box Number

City

State

Zip Code

Article VIII: Each of the incorporators, shareholders, not less than one half (1/2) of the directors and each of the officers other than secretary or treasurer is a qualified person within the meaning of this chapter.

Executed by \_\_\_\_\_, \_\_\_\_\_ on \_\_\_\_\_.

Printed name of an Incorporator

Signature of aforementioned Incorporator

Date

I, \_\_\_\_\_, consent to serve as the registered agent on behalf of the corporation.

Type/Print Name of Registered Agent  
or Company serving as Registered Agent

Signature of Registered Agent or Individual signing on behalf of the  
company serving as Registered Agent

Title of Individual Signing on behalf of the company serving as Registered  
Agent (if applicable)

# APPLICATION FOR ARTICLES OF INCORPORATION (Professional Service Corporation)

## PROFESSIONAL SERVICE CORPORATION NAME

The corporate name must contain the words "professional service corporation," or the abbreviation "PSC." A corporate name must be distinguishable upon the records of the Office of the Secretary of State from any other name on record with the Office of the Secretary of State.

## SHARES

The articles of incorporation shall prescribe the classes of shares and the number of shares of each class the corporation is authorized to issue. If there is more than one class of shares, please do not use form, as articles must set forth a distinguishing designation for each class, and the preferences, limitations and relative rights.

## REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation must be in Kentucky and contain street address or other specific location (Highway, Rural Route, Building etc.) A post office box is insufficient for the registered office address. The registered agent may be an individual resident of Kentucky, a Kentucky corporation, a Kentucky nonprofit corporation, a Kentucky limited liability company, a foreign corporation, a foreign nonprofit corporation, a foreign limited liability company authorized to transact business in Kentucky. The company seeking formation shall not act as its own registered agent.

## CONSENT OF REGISTERED AGENT

Unless the registered agent signs the articles, the corporation must deliver with the articles of incorporation, the registered agent's consent to the appointment. The registered agent must give written consent to act as agent on behalf of the corporation. If the registered agent is a corporation an officer or the chairman of the board of directors must sign on behalf of the corporation. If the registered agent is a limited liability company and management of the company is vested in one or more managers, a manager must sign on behalf of the limited liability company. If management of the company is vested in its members, a member must sign. The person signing on behalf of the business entity acting as agent must designate the title or capacity in which he or she signs.

## PROFESSIONAL SERVICES

Professional service means any type of personal service to the public, which requires as a condition precedent to the rendering of service the obtaining of license or other legal authorization. The personal services which come within the provisions of Chapter 274 are the personal services rendered by, but not limited to, certified public accounts, public accountants, chiropractors, osteopaths, physicians and surgeons, doctors of medicine, doctors of dentistry podiatrists, chiropodists, architects, veterinarians, optometrist and attorneys-at-law.

## REGULATING BOARD

The regulating board is the governmental agency which is charged by law with the licensing and regulation of the practice of the profession which the professional service corporation is organized to render.

## PRINCIPAL OFFICE ADDRESS

The principal office is the office (in or out of this state) so designated in writing with the Office of the Secretary of State where the principal executive offices of the corporation are located.

## DOCUMENT DELIVERY

All articles of organization will be sent to the return address on the outer envelope. If no address is found, the formation documents are sent to the principal office. If the organizer wishes for correspondence from the Office of the Secretary of State to be sent to an individual or corporation address other than those above, a request must be submitted in writing affirming that request. All other communication and notification shall follow the process prescribed in Kentucky Revised Statute.

## ADDITIONAL ARTICLES OF INCORPORATION OR NEED TO MODIFY THE EXISTING FORM

If this form does not comply with the articles of organization that you wish to file (ie: additional articles, signatures, etc.), please disregard this form and send a drafted executed copy of the articles of incorporation according to KRS 271B and KRS 274 to the address below.

## REQUIREMENTS FOR DOCUMENTS TO BE PROPERLY FILED

The articles of incorporation must be signed by an incorporator. Documents must be submitted either typed or printed in black ink.

## NUMBER OF COPIES

Submit the original signed articles of incorporation and two exact or conformed copies. One file-stamped copy must then be filed with the county clerk of the county in which the professional service corporation's registered office is situated. Two file-stamped copies will be returned to the professional corporation as evidence of filing.

## FILING FEE

The filing fee for a business corporation is

- |  |                          |
|--|--------------------------|
| 1. Articles of Incorporation                     | \$40.00                  |
| 2. Organization Tax Fee for 1,000 shares or less | <u>+\$10.00</u>          |
|  | Total Filing Fee \$50.00 |

KRS 136.060 requires every corporation to pay an organization tax based upon the number of shares authorized by the articles of incorporation. The minimum organization tax fee for one thousand (1,000) shares or less is \$10.00. If the corporation is issuing more than 1,000 shares, please contact the Office of the Secretary of State for total filing fee due. Your check should be made payable to the "Kentucky State Treasurer."

## MAILING ADDRESS

Trey Grayson  
Office of the Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718

## OFFICE LOCATION

Room 154, Capitol Building  
700 Capital Avenue  
Frankfort, KY 40601  
Hours of Operation: 8:00 AM-4:30 PM ET

## CONTACT INFORMATION AND NAME AVAILABILITY

If you have any questions, need additional forms or wish to search for name availability, please feel free to visit our website at [www.sos.ky.gov](http://www.sos.ky.gov) or call 502-564-3490.

**FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES:** The corporation must file an **annual report** with the Office of the Secretary of State between January 1 and June 30 of the year following the calendar year in which the corporation was formed. Subsequent annual reports must be filed with the Office of the Secretary of State between January 1 and June 30 of the following calendar years. A **statement of change** of the registered agent and/or registered office address or principal office address must be filed with the Office of the Secretary of State whenever a change has occurred involving any of the above categories. You may file your statement of change or annual report online at [www.sos.ky.gov](http://www.sos.ky.gov).